

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

DPH Holdings Corp. Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS, AMROC INVESTMENTS, LLC, AND O&R PRECISION GRINDING,
INC. COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 10075

(O&R PRECISION GRINDING, INC.)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), Amroc Investments, LLC ("Amroc"), and O&R Precision Grinding, Inc. ("O&R") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, Amroc Investments, LLC, And O&R Precision Grinding, Inc. Compromising And Allowing Proof Of Claim Number 10075 (O&R Precision Grinding, Inc.) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 20, 2006, O&R filed proof of claim number 10075 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$135,698.55 (the "Claim") stemming from obligations under various contracts.

WHEREAS, on August 24, 2007, O&R filed the Notice Of Assignment Of Claim In Favor Of Amroc Investments, LLC (Docket No. 9143).

WHEREAS, on September 21, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twenty-First Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claim Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 9535) (the "Twenty-

First Omnibus Claims Objection").

WHEREAS, on October 18, 2007, O&R filed the Response Of O&R Precision Grinding, Inc. To Debtors' Twenty-First Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Untimely Equity Claims, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 10641) (the "Response").

WHEREAS, on January 10, 2008, O&R filed the Objection Of O&R Precision Grinding, Inc. To Debtors' Motion For Order Pursuant To 11 U.S.C. §§ 105(a) And 502(c) Estimating Or Provisionally Allowing Certain Unreconciled Claims Solely For Purposes Of Administration Of Discount Rights Offering (Docket No. 11896).

WHEREAS, on January 16, 2008, O&R filed the Notice Of Withdrawal Of Objection Of O&R Precision Grinding, Inc. To Debtors' Motion For Order Pursuant To 11 U.S.C. §§ 105(a) And 502(c) Estimating Or Provisionally Allowing Certain Unreconciled Claims Solely For Purposes Of Administration Of Discount Rights Offering (Docket No. 12187).

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, to resolve the Twenty-First Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors, Amroc, and O&R entered into this Stipulation, pursuant to which the Reorganized Debtors, Amroc, and O&R agreed that the Claim should be allowed as a general unsecured non-priority claim in the amount of \$67,849.28 against DPH-DAS LLC.

NOW, THEREFORE, the Reorganized Debtors, Amroc, and O&R stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$67,849.28 and shall be treated as an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.
2. The Response is hereby deemed withdrawn with prejudice.
3. Nothing herein shall be construed as an admission of liability to any portion of the Claim on behalf of the Debtors or the Reorganized Debtors.
4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 15th day of November, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606

/s/ David S. Leinwand
David S. Leinwand
535 Madison Avenue, 15th Floor
New York, New York 10022

Attorney for Amroc Investments, LLC

- and -

Four Times Square
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

NO OBJECTION

/s/ Rocco A. Cavaliere
Rocco A. Cavaliere
BLANK ROME LLP
The Chrysler Building
405 Lexington Avenue
New York, New York 10174

Attorney for O&R Precision Grinding, Inc.